

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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| In Re VEECO INSTRUMENTS, INC., | : | 05-MD-1695 (CM) |
| SECURITIES LITIGATION | : | |
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| THIS DOCUMENT RELATES TO: | : | |
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| AUGUST SCHUPP, III, derivatively on behalf of | : | 05-CV-10225 (CM) |
| VEECO INSTRUMENTS, INC., | : | |
| | : | |
| Plaintiff(s), | : | |
| | : | |
| v. | : | |
| | : | |
| EDWARD H. BRAUN, et al., | : | |
| | : | |
| Defendant(s), | : | |
| <hr/> | | X |
| DAVID ALTMAN, derivatively on behalf of | : | 05-CV-10226 (CM) |
| VEECO INSTRUMENTS, INC., | : | |
| | : | |
| Plaintiff(s), | : | |
| | : | |
| v. | : | |
| | : | |
| EDWARD H. BRAUN, et al., | : | |
| | : | |
| Defendant(s) | : | |
| <hr/> | | X |

**DECLARATION OF SHANE T. ROWLEY IN SUPPORT OF PLAINTIFFS' REPLY
MEMORANDUM IN FURTHER SUPPORT OF THEIR MOTION FOR LEAVE TO
AMEND THEIR CONSOLIDATED AMENDED SHAREHOLDER DERIVATIVE
COMPLAINT AND TO FILE A SECOND CONSOLIDATED AMENDED
SHAREHOLDER DERIVATIVE COMPLAINT**

I, SHANE T. ROWLEY, pursuant to 28 U.S.C. § 1746, hereby declare:

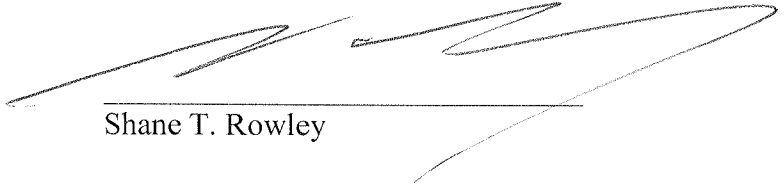
1. I am partner in the law firm of Faruqi & Faruqi, LLP, counsel to Plaintiffs August Schupp, III, and Davit Altman (the "Derivative Plaintiffs").

2. Attached hereto as Exhibit A is a true and correct copy of the *Wall Street Journal* (the "Journal") article entitled *The Perfect Payday: Some CEOs Reap Millions By Landing Stock Options When They Are Most Valuable: Luck-Or Something Else?*, dated March 18, 2006.

3. Attached hereto as Exhibit B is a true and correct copy of the Journal's article entitled *ACS Officers Quit After Internal Options Probe*, dated November 27, 2006.

5. Attached hereto as Exhibit C is a true and correct copy of the letter from Robert Serio, counsel for Defendants of the law firm of Gibson, Dunn & Crutcher LLP to the Honorable Colleen McMahon, dated July 27, 2006, endorsed by the Court.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 1st day of December 2006.



Shane T. Rowley